Application No.: 10/807,613 Inventors: Liu. et al.

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## CLAIMS

(currently amended) A compound of Formula I:

or a pharmaceutically acceptable salt or prodrug thereof, wherein:

 $R^1$  is a member selected from the group consisting of H,  $C_6$ - $C_{10}$  aryl substituted with 0-3  $R^{1a}$ , or a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4-heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3  $R^{1a}$ , a  $C_3$ - $C_8$  cycloalkyl substituted with 0-2  $R^{1b}$ , wherein said  $C_3$ - $C_8$  cycloalkyl is saturated or unsaturated; and a  $C_3$ - $C_8$  heteroeyele containing 1 to 2-heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroeyele is substituted with 0-2  $R^{1a}$  and is saturated or unsaturated;

each  $R^{1a}$  is independently a member selected from the group consisting of H,  $C_1$ - $C_3$  perfluoroalkyl,  $C_3$ - $C_7$  cycloalkyl, F, Cl, Br, CN, NO<sub>2</sub>,  $OR^{10}$ ,  $SCH_3$ ,  $S(=O)_2R^{10}$ ,  $SR^{10}$ ,  $SR^{$ 

each R<sup>1b</sup> is independently a member selected from the group consisting of H, OH, F, Cl, acetyl, =O, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, CF<sub>3</sub> and OCF<sub>3</sub>;

each R<sup>1e</sup> is independently a member selected from the group consisting of H, OH, F, Cl, =O, C<sub>1</sub> C<sub>8</sub>, alkyl substituted with 0.2 R<sup>16</sup>, C<sub>1</sub> C<sub>8</sub>, alkoxy, CF<sub>3</sub>, CCF<sub>3</sub>, CCF<sub>3</sub>, C(=O)R<sup>10</sup>, S(=O)<sub>2</sub>R<sup>10</sup>, tBoc, Cbz; phenyl substituted with 0.3 R<sup>16</sup>; a.5 to 6 membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0.2 R<sup>15</sup>;

Application No.: 10/807.613 Inventors: Liu, et al. Filing Date: March 23, 2004

Response to Office Action mailed May 23, 2007

Date: May 31, 2007

 $R^2$  is a member selected from the group consisting of a phenyl substituted with 0-3  $R^{15}$ , a-5-to-6 membered monocyclic heteroaryl containing. I to-4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2  $R^{15}$ ; a  $C_1$ - $C_6$  alkyl substituted with 0-2  $R^{2a}$ , wherein said  $C_1$ - $C_6$  alkyl optionally contains a heteroatom selected from the group consisting of -O-, -S-, and -S(=O)<sub>2</sub>-, a  $C_2$ - $C_6$  alkenyl, a  $C_2$ - $C_6$  alkynyl, a  $C_3$ - $C_7$  cycloalkyl substituted with 0-2  $R^{19}$ , wherein said  $C_3$ - $C_2$ -cycloalkyl optionally contains a heteroatom selected from -O-, -S-, and -S(=O)<sub>2</sub>-- and a  $C_7$ - $C_{11}$  bicycloalkyl substituted with 0-2  $R^{19}$ ;

each  $R^{2a}$  is independently a member selected from the group consisting of a  $C_6$ - $C_{10}$  aryl substituted with 0-3  $R^{15}$ , a-5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl-containing 1 to 4-heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3  $R^{16}$ ; a  $C_3$ - $C_8$  cycloalkyl substituted with 0-2  $R^{19}$ , and a  $C_7$ - $C_{11}$  bicycloalkyl substituted with 0-2  $R^{19}$ ;

 $R^3$  is a member selected from the group consisting of H and  $C_1\text{-}C_4$  alkyl; subscript n is 0 or 1;

 $R^4$  is a member selected from the group consisting of H and  $C_1$ - $C_6$  alkyl; alternatively,  $R^2$ -and  $R^4$  are taken together to form a  $C_8$ - $C_2$ -eyeloalkyl substituted with 0.2- $R^{10}$ :

 $R^{S}$  is a member selected from the group consisting of H,  $C_{3}\text{-}C_{7}$  cycloalkyl,  $C_{2}\text{-}C_{6}$  alkenyl,  $C_{2}\text{-}C_{6}$  alkenyl,  $C_{2}\text{-}C_{6}$  alkenyl,  $C_{2}\text{-}C_{6}$  alkenyl, enhanced heteroaryl substituted with 0-2  $R^{15}$ ;  $\overline{5}$ , to 6-membered heteroaryl containing 1-to 4-heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2  $R^{18}$ ; and a  $C_{1}\text{-}C_{6}$  alkyl optionally contains a heteroatom selected from the group consisting of  $-\text{O-}_{1}$ , -S-, -S(=O)-, -S(=O)\_{2}- and -NR^{17}-;

Y is a member independently selected from the group consisting of a bond and -(CR<sup>20</sup>R<sup>21</sup>)<sub>m</sub>-W-(CR<sup>22</sup>R<sup>23</sup>)<sub>n</sub>-;

subscript p is 1 or 2;

subscript m is 0 or 1;

W is a member independently selected from the group consisting of a bond, -O-, -S-, -S(=O)-, -S(=O)- and -NR $^{12}$ -;

X is selected from the group consisting of -C(=O)-, -OC(=O)-, -NR $^{24}$ C(=O)- and -S(=O)<sub>2</sub>-;

Application No.: 10/807.613 Inventors: Liu, et al. Filing Date: March 23, 2004

Response to Office Action mailed May 23, 2007

Date: May 31, 2007

each of R6, R7, R8 and R9 is independently a member selected from the group consisting of H and C1-C4 alkyl:

alternatively, R5 and R7 are taken together to form a C5-C2 cycloalkyl substituted with 0 2 R 19:

alternatively, R5 and R9 are taken together to form a 6-7 membered heterocyclic ring containing 1-2 heteroatoms each independently a member selected from the group consisting of N. O and S:

Ar is a member selected from the group consisting of phenyl substituted with 0-3 R<sup>29</sup>. and 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R<sup>29</sup>-

each R<sup>10</sup> is independently a member selected from the group consisting of H, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, a C<sub>1</sub>-C<sub>3</sub> perfluoroalkyl, a C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>25</sup>, and a phenyl substituted with 0-3 R<sup>15</sup>; a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0.2 R<sup>15</sup>, and a C<sub>2</sub> C<sub>3</sub> heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0.2 R<sup>4e</sup>:

each R11 is independently a member selected from the group consisting of H, 'BOC, Cbz, C3-C8 cycloalkyl, (C1-C6 alkyl)-C(=O)-, (C1-C6 alkyl)-S(=O)2- and a C1-C6 alkyl: each of R<sup>12</sup>, R<sup>13</sup> and R<sup>14</sup> is independently a member selected from the group consisting of H and C1-C4 alkyl;

alternatively, R13-and R14 on the same N atom are taken together to form a C5-C2 heterocycle containing 1-2 heteroatoms each independently a member selected from the group consisting of N. O and S:

each R15 is independently a member selected from the group consisting of H, OH, F, Cl, Br, I, CN, NO<sub>2</sub>, COOR<sup>13</sup>, C(=O)NR<sup>13</sup>R<sup>14</sup>, S(=O)<sub>2</sub>NR<sup>13</sup>R<sup>14</sup>, acetyl. -SCH<sub>3</sub>, -S(=O)CH<sub>3</sub>. -S(=O)<sub>2</sub>CH<sub>3</sub>, NR<sup>26</sup>R<sup>27</sup>, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>3</sub> perfluoroalkyl, C<sub>1</sub>-C<sub>3</sub> perfluoroalkoxy and a Ci-Calkyl:

each R<sup>16</sup> is independently a member selected from the group consisting of H. OH. COOR13, C(=O)NR13R14, S(=O):NR13R14, acetyl, -SCH3, -S(=O)CH3, -S(=O):CH3, C1-C6 alkoxy, NR26R27, and a phenyl substituted with 0-3 R15, a 5- to 6 membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group

Application No.: 10/807.613 Inventors: Liu. et al.

Filing Date: March 23, 2004

Response to Office Action mailed May 23, 2007

Date: May 31, 2007

consisting of N, O and S, wherein said heteroaryl is substituted with  $0.3 R^{15}$ , and a  $C_3 \cdot C_8$  heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with  $0.2 \cdot R^{15}$  and is saturated or unsaturated:

 $R^{17}$  is a member selected from the group consisting of H and  $C_1\text{-}C_4$  alkyl; each  $R^{18}$  is independently a member selected from the group consisting of H, OH, F, Cl, CN, NO<sub>2</sub>, C(=O)OR  $^{30}$ , C(=O)NR  $^{13}$ R  $^{14}$ , NR  $^{11}$ R  $^{12}$ , a  $C_1\text{-}C_3$  perfluoroalkyl, a  $C_1\text{-}C_3$  perfluoroalkoxy, a phenyl substituted with 0-3 R  $^{15}$ –a 5–to 6 membered heteroaryl containing 1-to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R  $^{15}$ –a  $C_3$ – $C_8$  heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroeycle is substituted with 0-2 R  $^{14}$  and is saturated or unsaturated; and  $C_3$ – $C_8$ -cycloalkyl:

each  $R^{19}$  is a independently a member selected from the group consisting of  $C_1$ - $C_4$  alkyl, F, Cl and  $C_1$ - $C_4$  alkoxy,  $CF_3$  and  $OCF_3$ ;

alternatively, two  $R^{10}$  on the same carbon may be combined to form  $C_3$   $C_6$  eyeloalkyl; each of  $R^{20}$ ,  $R^{21}$ ,  $R^{22}$  and  $R^{23}$  is independently a member selected from the group consisting of a bond, H, F, OH,  $C_1$ - $C_4$  alkyl, and  $C_1$ - $C_3$  alkylhydroxy;

alternatively,  $R^{3\theta}$  and  $R^{34}$  or  $R^{32}$  and  $R^{33}$  are taken together to form a  $C_3$  -  $C_6$  eyeloalkyl:

R24 is a member selected from the group consisting of H and C1-C4 alkyl;

each  $R^{25}$  is independently a member selected from the group consisting of H,  $C_3$ - $C_7$  cycloalkyl, a phenyl substituted with 0-3  $R^{15}$  and a 5- to 6-membered heteroaryl-containing 1 to 4-heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said 5- to 6-membered heteroaryl is substituted with 0-2  $R^{15}$ ;

 $each\ R^{26}\ is\ independently\ a\ member\ selected\ from\ the\ group\ consisting\ of\ H,\ C_1-C_4\ alkyl)-C(=O)-\ and\ (C_1-C_4\ alkyl)-S(=O)_2-;$ 

each  $R^{27}$  is independently a member selected from the group consisting of H and  $C_1\text{-}C_3$  alkyl:

alternatively, R<sup>36</sup> and R<sup>32</sup> on the same N atom are taken together to form a C<sub>3</sub>-C<sub>2</sub> beterocycle containing 1-2 heteroatoms each independently a member-selected from the group consisting of N, O and S;

Application No.: 10/807.613 Inventors: Liu, et al. Filing Date: March 23, 2004 Response to Office Action mailed May 23, 2007 Date: May 31, 2007

each R<sup>28</sup> is independently a member selected from the group consisting of H, a C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, a phenyl substituted with 0-3 R<sup>15</sup>, a benzyl substituted with 0-2 R<sup>15</sup>; each R<sup>29</sup> is independently a member selected from the group consisting of H, F, Cl, Br, I, CN, NO<sub>2</sub>, OR<sup>28</sup>, SR<sup>28</sup>, S(=O)2R<sup>28</sup>, S(=O)2R<sup>28</sup>, S(=O)2NR<sup>13</sup>R<sup>14</sup>, NR<sup>26</sup>R<sup>27</sup>, acetyl, C(=O)NR<sup>13</sup>R<sup>14</sup>, C(=O)OR<sup>13</sup>, C<sub>1</sub>-C<sub>6</sub> alkyl, OCHF<sub>2</sub>, SCF<sub>3</sub>, OCF<sub>3</sub>, and -C(=NH)NH<sub>2</sub>, and 5-to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member-selected from the group consisting of N, O and S;

alternatively, two R<sup>20</sup> substituted on adjacent atoms may be combined to form a 5 to 6 membered heterocyclic fused radical, wherein said 5 to 6 membered heterocyclic fused radical comprise 1 or 2 heteroatom(s) selected from O, S and N; wherein said 5 to 6 membered heterocyclic fused radical is substituted with 0.1 oxo;

alternatively,  $R^{29}$  and  $R^9$  are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5 to 7 membered fused heterocyclic ring is substituted with 0-2  $R^{19}$ ;

each R<sup>30</sup> is independently a member selected from the group consisting of H, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>25</sup>, and a phenyl substituted with 0-3 R<sup>15</sup>, and a 5-to 6 membered heteroaryl containing 1-to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R<sup>15</sup>.

and with the proviso that R3, R4, R5, R6, R7, R8, and R9 are not all hydrogen.

## 2-3. (canceled)

4. (currently amended) The compound of claim 1, wherein:  $R^1$  is a member selected from the group consisting of phenyl substituted with 0-3  $R^{1a}$ , furanyl substituted with 0-3  $R^{1a}$ ,  $C_3 C_6$  cycloalkyl substituted with 0-3  $R^{1a}$ , indolyl substituted with 0-3  $R^{1a}$ ,  $C_5 C_6$  cycloalkyl substituted with 0-3  $R^{1a}$ , pyldazinyl substituted with 0-3  $R^{1a}$ ; imadazolyl substituted with 0-3  $R^{1a}$ , thinayly substituted with 0-3  $R^{1a}$ ; isoxazolyl substituted with 0-3  $R^{1a}$ ; isoxazolyl substituted with 0-3  $R^{1a}$ ; tetrazolyl substituted with 0-3  $R^{1a}$ ; oxazolyl substituted with 0-3  $R^{1a}$ ; isoxazolyl substituted with 0-3  $R^{1a}$ .

Application No.: 10/807,613 Inventors: Liu, et al.

Filing Date: March 23, 2004

Response to Office Action mailed May 23, 2007

Date: May 31, 2007

## 5-6. (canceled)

(currently amended) The compound of claim 1, according to formula Ia:

wherein:

 $R^1$  is a member selected from the group consisting of a  $C_3$ - $C_8$  cycloalkyl substituted with 0-2  $R^{1b}$ , wherein said  $C_3$ - $C_8$  cycloalkyl is saturated or unsaturated and a  $C_4$ - $C_8$  heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N. O and S, wherein said heterocycle is substituted with 0-2- $R^{1e}$  and is saturated or unsaturated;

 $R^2$  is a member selected from the group consisting of a phenyl substituted with 0-3  $R^{15}, a-5$ – to 6-membered monocyclic heteroaryl containing 1-to 4-heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2  $R^{16}$ ; a  $C_1\text{-}C_6$  alkyl substituted with 0-2  $R^{2a}$ , and a  $C_3\text{-}C_7$  cycloalkyl substituted with 0-2  $R^{19}$ ; and

Ar is phenyl substituted with 0-3  $R^{29}$ , or alternatively,  $R^{29}$  and  $R^9$  are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5- to 7-membered fused heterocyclic ring is substituted with 0-2  $R^{19}$ .

8. (currently amended) The compound of claim 7, wherein:

 $R^2$  is a member selected from the group consisting of a  $C_1$ - $C_2$  alkyl substituted with 1  $R^{2a}$ , and  $C_1$ - $C_6$  alkyl;

each R<sup>2a</sup> is independently a member selected from the group consisting of a phenyl substituted with 0-3 R<sup>15</sup>, and a C<sub>1</sub>-C<sub>8</sub> cycloalkyl substituted with 0-2 R<sup>19</sup>:

 $R^5$  is a member selected from the group consisting of H,  $C_3$ - $C_7$  cycloalkyl; a  $C_1$ - $C_6$  alkyl substituted with 0-1  $R^{18}$ , wherein said  $C_1$ - $C_6$  alkyl optionally contains a heteroatom selected from the group consisting of  $-O_7$ ,  $-S_7$ ,  $-S(=O)_7$ ,  $-S(=O)_7$  and  $-NR^{17}$ ; and

each R<sup>18</sup> is independently a member selected from the group consisting of H, OH, F, Cl, CN, C(=O)OR<sup>30</sup>, C(=O)NR<sup>13</sup>R<sup>14</sup>, NR<sup>11</sup>R<sup>12</sup>, a phenyl substituted with 0-3 R<sup>15</sup>, a-C, C<sub>8</sub> heterocycle containing 1 to 2 heteroatoms each independently a member selected from the Application No.: 10/807.613 Inventors: Liu, et al.

Filing Date: March 23, 2004

Response to Office Action mailed May 23, 2007

Date: May 31, 2007

group consisting of N, O and S, wherein said heterocycle is substituted with  $0.2 R^{15}$  and is saturated or unsaturated; and  $C_3$ - $C_8$  cycloalkyl.

9. (currently amended) The compound of claim 7, wherein said compound is of the formula:

10. (withdrawn, currently amended) The compound of claim I, according to formula Ic:

wherein:

R<sup>1</sup> is a member selected from the group consisting of tBu; phenyl substituted with 0-2 R<sup>15</sup>, a.5—to 6 membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R<sup>15</sup>, and a C<sub>3</sub>-C<sub>2</sub>-heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R<sup>16</sup>.

each  $R^{16}$  is independently a member selected from the group consisting of H, OH, F, Cl, =0,  $C_1$ - $C_6$  alkyl substituted with  $0.2\,R^{16}$ , a  $C_1$ - $C_6$ -alkoxy,  $CF_2$ ,  $CCF_2$ ,  $CCF_3$ ,  $CCF_3$ ,  $CCF_4$ 

Y is a member independently selected from the group consisting of a bond and  $-(CR^{20}R^{21})_m$ -W- $(CR^{22}R^{23})_p$ , wherein m is 0, W is a bond, and  $R^{22}R^{23}$  are both H;

R<sup>2</sup> is a member selected from the group consisting of a phenyl substituted with 0-3 R<sup>15</sup>, a-5 to 6 membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N. O and S. wherein said

Application No.: 10/807.613 Inventors: Liu, et al.

Filing Date: March 23, 2004

Response to Office Action mailed May 23. 2007

Date: May 31. 2007

heteroaryl is substituted with  $0.2 R^{15}$ , a  $C_4$ - $C_6$  alkyl, a  $C_1$ - $C_3$  alkyl substituted with  $1 R^{2a}$ , and a  $C_1$ - $C_7$  cycloalkyl substituted with  $0.2 R^{19}$ ;

each  $R^{2a}$  is independently a member selected from the group consisting of a  $C_6$ - $C_{10}$  aryl substituted with 0-3  $R^{15}$ , a-5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl-containing 1 to 4-heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3  $R^{16}$ ; a  $C_3$ - $C_8$  cycloalkyl substituted with 0-2  $R^{19}$ , and a  $C_7$ - $C_{11}$  bicycloalkyl substituted with 0-2  $R^{19}$ ; and

Ar is phenyl substituted with 0-3  $R^{29}$ , or alternatively,  $R^{29}$  and  $R^9$  are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5- to 7-membered fused heterocyclic ring is substituted with 0-2  $R^{19}$ .

 $11. \quad \text{(withdrawn, currently amended)} \qquad \text{The compound of claim 10, wherein:} \\ R^2 \text{ is a member selected from the group consisting of a $C_1$-$C_2$ alkyl substituted with 1} \\ R^{2a}, \text{and $C_1$-$C_6$ alkyl;}$ 

each  $R^{2a}$  is independently a member selected from the group consisting of a phenyl substituted with 0-3  $R^{15}$ , and a  $C_3$ - $C_8$  cycloalkyl substituted with 0-2  $R^{19}$ ;

 $R^5$  is a member selected from the group consisting of H,  $C_3$ - $C_7$  cycloalkyl; a  $C_1$ - $C_6$  alkyl substituted with 0-1  $R^{18}$ , wherein said  $C_1$ - $C_6$  alkyl optionally contains a heteroatom selected from the group consisting of  $-O_7$ ,  $-S_7$ ,  $-S(=O)_7$ ,  $-S(=O)_2$ - and  $-NR^{17}$ -; and

each  $R^{18}$  is independently a member selected from the group consisting of H, OH, F, Cl, CN, C(=O)OR<sup>30</sup>, C(=O)NR<sup>13</sup>R<sup>14</sup>, NR<sup>11</sup>R<sup>12</sup>, a phenyl substituted with 0-3 R<sup>15</sup>-a-C<sub>3</sub>-C<sub>8</sub> heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N-O and S, wherein said heterocycle is substituted with 0-2 R<sup>15</sup> and is saturated or unsaturated; and C<sub>3</sub>-C<sub>8</sub> cycloalkyl.

12. (withdrawn, currently amended) The compound of claim 10, wherein said compound is of the formula:

Application No.: 10/807,613 Inventors: Liu, et al. Filing Date: March 23, 2004

Filing Date: March 23, 2004

Response to Office Action mailed May 23, 2007

Date: May 31. 2007

13. (withdrawn, currently amended) The compound of claim 1, according to formula Id:

wherein:

R<sup>1</sup> is a member selected from the group consisting of methyl, benzyl, C<sub>0</sub>·C<sub>10</sub> aryl substituted with 0-3 R<sup>1a</sup>, and a-5- to 6 membered monocyclic or 8- to 10 membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N. O and S. wherein said heteroaryl is substituted with 0-3 R<sup>1a</sup>.

Ar is phenyl substituted with 0-3  $R^{29}$ , or alternatively,  $R^{29}$  and  $R^9$  are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5- to 7-membered fused heterocyclic ring is substituted with 0-2  $R^{19}$ .

14. (withdrawn, currently amended) The compound of claim 13, wherein:  $R^2 \ \text{is a member selected from the group consisting of a $C_1$-$C_2$ alkyl substituted with $1$ $R^{2a}$, and $C_1$-$C_6$ alkyl;}$ 

each  $R^{2a}$  is independently a member selected from the group consisting of a phenyl substituted with 0-3  $R^{15}$ , and a  $C_3$ - $C_8$  cycloalkyl substituted with 0-2  $R^{19}$ ;

 $R^5$  is a member selected from the group consisting of H,  $C_3$ - $C_7$  cycloalkyl; a  $C_1$ - $C_6$  alkyl substituted with 0-1  $R^{18}$ , wherein said  $C_1$ - $C_6$  alkyl optionally contains a heteroatom selected from the group consisting of  $-O_7$ - $S_7$ - $S(=O)_7$ - $S(=O)_7$ - and  $-NR^{17}$ : and

each  $R^{18}$  is independently a member selected from the group consisting of H, OH, F, Cl, CN, C(=O)OR<sup>30</sup>, C(=O)NR<sup>13</sup>R<sup>14</sup>, NR<sup>11</sup>R<sup>12</sup>, a phenyl substituted with 0-3 R<sup>15</sup>-a-C<sub>3</sub>-C<sub>8</sub> heterocycle containing 1 to 2 heteroatoms each independently a member selected from the

Application No.: 10/807.613 Inventors: Liu, et al. Filing Date: March 23, 2004

Response to Office Action mailed May 23, 2007

Date: May 31, 2007

group consisting of N, O and S, wherein said heterocycle is substituted with 0.2 R<sup>15</sup> and is saturated or unsaturated; and C<sub>V</sub>-C<sub>S</sub> cycloalkyl.

15. (withdrawn) The compound of claim 13, wherein said compound is of the formula:

16. (currently amended) The compound of claim 1, according to formula le

wherein:

 $R^1$  is a member selected from the group consisting of a  $C_6$ - $C_{10}$  aryl substituted with  $0.3~R^{1a}$ , a.5- to 6 membered monocyclic or 8- to 10 membered bicyclic heteroaryl containing 1-to 4 heteroatoms each independently a member selected from the group consisting of N, Q and S, wherein said heteroaryl is substituted with  $0.3~R^{4a}$ .

each  $R^{1a}$  is independently a member selected from the group consisting of H,  $C_1$ - $C_3$  perfluoroalkyl,  $C_3$ - $C_7$  cycloalkyl, F, Cl, Br, CN, NO<sub>2</sub>,  $OR^{10}$ ,  $SCH_3$ ,  $S(=O)CH_3$ ,  $S(=O)_2R^{10}$ ,  $NR^{11}R^{12}$ , acetyl,  $C(=O)OR^{13}$ ,  $C(=O)NR^{13}R^{14}$ ,  $S(=O)_2NR^{13}R^{14}$ , phenyl substituted with 0-3  $R^{15}$ , a.5—to 6 membered monocyclic heteroaryl containing 1-to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2  $R^{15}$ , a  $C_3$ - $C_8$ -heterocycle containing 1-to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2  $R^{16}$ ; and is saturated or unsaturated, and a  $C_1$ - $C_4$  alkyl substituted with 0-2  $R^{16}$ ; and

Ar is phenyl substituted with 0-3  $R^{29}$ , or alternatively,  $R^{29}$  and  $R^9$  are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5- to 7-membered fused heterocyclic ring is substituted with 0-2  $R^{19}$ .

Application No.: 10/807.613 Inventors: Liu, et al.

Filing Date: March 23, 2004

Response to Office Action mailed May 23, 2007

Date: May 31, 2007

## 17. (original) The compound of claim 16, wherein:

 $R^2$  is a member selected from the group consisting of a  $C_1$ - $C_2$  alkyl substituted with 1  $R^{2a}$ , and  $C_1$ - $C_6$  alkyl;

each R<sup>2a</sup> is independently a member selected from the group consisting of a phenyl substituted with 0-3 R<sup>15</sup>, and a C<sub>3</sub>-C<sub>8</sub> evcloalkyl substituted with 0-2 R<sup>19</sup>; and

 $R^{5}$  is a member selected from the group consisting of H,  $C_{3}$ - $C_{7}$  cycloalkyl; a  $C_{1}$ - $C_{6}$  alkyl, wherein said  $C_{1}$ - $C_{6}$  alkyl optionally contains a heteroatom selected from the group consisting of  $-O_{7}$ - $S_{7}$ - $S_{1}$ - $S_{1}$ - $S_{1}$ - $S_{2}$ - $S_{1}$ - $S_{2}$ - $S_{1}$ - $S_{2}$ - $S_{1}$ - $S_{2}$ - $S_{2}$ - $S_{3}$ - $S_{2}$ - $S_{3}$ - $S_{3}$ - $S_{3}$ - $S_{4}$ - $S_{3}$ - $S_{4}$ - $S_{5}$ -

18. (currently amended) The compound of claim 16, wherein said compound is of the formula:

$$\mathsf{R}^{1}\text{-}\mathsf{CHR}^{23}\text{-}\overset{\mathsf{O}}{\mathsf{C}} - \overset{\mathsf{H}}{\mathsf{N}} - \overset{\mathsf{R}^{2}}{\mathsf{L}} \overset{\mathsf{H}}{\overset{\mathsf{H}}{\mathsf{N}}} \overset{\mathsf{H}}{\overset{\mathsf{L}}{\mathsf{L}}} \overset{\mathsf{H}}{\overset{\mathsf{H}}{\mathsf{N}}} \overset{\mathsf{H}^{19}}{\overset{\mathsf{h}_{0}}{\mathsf{L}^{2}}} \overset{\mathsf{R}^{19}}{\overset{\mathsf{H}^{2}}{\mathsf{L}}} \overset{\mathsf{R}^{2}}{\overset{\mathsf{H}}{\mathsf{L}}} \overset{\mathsf{H}}{\overset{\mathsf{H}^{2}}{\mathsf{L}}} \overset{\mathsf{H}}{\overset{\mathsf{H}^{2}}{\mathsf{L}}} \overset{\mathsf{H}^{2}}{\overset{\mathsf{H}^{2}}{\mathsf{L}}} \overset{\mathsf{H}^{2}}{\overset{\mathsf{H}^{2}}} \overset{\mathsf{H}^{2}}{\overset{\mathsf{H}^{2}}{\mathsf{L}}} \overset{\mathsf{H}^{2}}{\overset{\mathsf{H}^{2}}{\overset{\mathsf{H}^{2}}{\mathsf{L}}}} \overset{\mathsf{H}^{2}}{\overset{\mathsf{H}^{2}}} \overset{\mathsf{H}^{2}}{\overset{\mathsf{H}^{2}}}} \overset{\mathsf{H}^{2}}{\overset{\mathsf{H}^{2}}} \overset{\mathsf{H}^{2}}{\overset{\mathsf{H}^{2}}} \overset{\mathsf{H}^{2}}{\overset{\mathsf{H}^{2}}}} \overset{\mathsf{H}^{2}}{\overset{\mathsf{H}^{2}}} \overset{\mathsf{H}^{2}}} \overset{\mathsf{H}^{2}}{\overset{\mathsf{H}^{2}}} \overset{\mathsf{H}^{2}}{\overset{\mathsf{H}^{2}}} \overset{\mathsf{H}^{2}}} \overset{\mathsf{H}^{2}}{\overset{\mathsf{H}^{2}}} \overset{\mathsf{H}^{2}}} \overset{\mathsf{H}^{2}}} \overset{\mathsf{H}^{2}}} \overset{\mathsf{H}^{2}}} \overset{\mathsf{H}^{2}}} \overset{\mathsf{H}^{2}}} \overset{\mathsf{H}^{2}}} \overset{\mathsf$$

19. (currently amended) The compound of claim 1, according to formula Ia

wherein:

 $R^1$  is a member selected from the group consisting of  $C_6$ - $C_{10}$  aryl substituted with 0-3  $R^{1a}$ , and a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1- to 4-heteroatoms each independently a member selected from the group consisting of N, 0 and S, wherein said heteroaryl is substituted with 0-3- $R^{1a}$ .

each  $R^{1a}$  is independently a member selected from the group consisting of H,  $C_1$ - $C_3$  perfluoroalkyl,  $C_3$ - $C_7$  cycloalkyl, F, Cl, Br, CN,  $NO_2$ ,  $OR^{10}$ ,  $SCH_3$ ,  $S(=O)CH_3$ ,  $S(=O)_2R^{10}$ ,  $NR^{11}R^{12}$ , acetyl,  $C(=O)OR^{13}$ ,  $C(=O)NR^{13}R^{14}$ ,  $S(=O)_2NR^{13}R^{14}$ , phenyl substituted with 0-3  $R^{15}$ ; and a  $C_1$ - $C_4$  alkyl substituted with 0-2  $R^{16}$ ;

R<sup>2</sup> is a member selected from the group consisting of a phenyl substituted with 0-3
R<sup>15</sup>; a-5 to 6-membered monocyclic heteroaryl containing 1-to 4-heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said

Filing Date: March 23, 2004

Response to Office Action mailed May 23, 2007

Date: May 31, 2007

heteroaryl is substituted with  $0.2 \, \mathbb{R}^{15}$ , a  $C_1$ - $C_2$  alkyl, a  $C_1$ - $C_2$  alkyl substituted with  $1 \, \mathbb{R}^{2a}$ , and a  $C_3$ - $C_7$  excloalkyl substituted with  $0.2 \, \mathbb{R}^{19}$ :

each  $R^{2a}$  is independently a member selected from the group consisting of a  $C_6$ - $C_{10}$  aryl substituted with 0-3  $R^{15}$ ; a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl-containing 1 to 4-heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3  $R^{16}$ ; a  $C_3$ - $C_8$  cycloalkyl substituted with 0-2  $R^{19}$ ; and a  $C_7$ - $C_{11}$  bicycloalkyl substituted with 0-2  $R^{19}$ ; and

Ar is phenyl substituted with 0-3  $R^{20}$ , or alternatively,  $R^{20}$  and  $R^{9}$  are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5- to 7-membered fused heterocyclic ring is substituted with 0-2  $R^{19}$ .

20. (currently amended) The compound of claim 19, wherein said compound is of the formula:

21-22. (canceled)

23. (currently amended) The compound of claim 1, according to formula Ig:

$$R^{1}-Y-X-N-\overset{H}{\overset{}_{-}}\overset{R^{2}}{\overset{}_{-}}\overset{H}{\overset{}}\overset{H}{\overset{}}\overset{H}{\overset{}}\overset{H}{\overset{}}\overset{H}{\overset{}}\overset{H}{\overset{}}}\overset{H}{\overset{H}{\overset{}}}\overset{H}{\overset{}}\overset{H}{\overset{}}\overset{H}{\overset{}}\overset{H}{\overset{}}\overset{H}{\overset{}}\overset{H}{\overset{}}\overset{H}{\overset{}}}\overset{H}{\overset{}}\overset{H}{\overset{}}\overset{H}{\overset{}}\overset{H}{\overset{}}\overset{H}{\overset{}}\overset{H}{\overset{}}\overset{H}{\overset{}}\overset{H}{\overset{}}\overset{H}{\overset{}}}\overset{H}{\overset{}}{\overset{}}\overset{H}{\overset{}}\overset{H}{\overset{}}\overset{H}{\overset{}}\overset{H}{\overset{}}\overset{H}{\overset{}}\overset{H}{\overset{}}\overset{$$

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wherein:

R<sup>5</sup> is a member selected from the group consisting of H, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0.2 R<sup>15</sup>; and a C<sub>1</sub>-C<sub>6</sub>

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Application No.: 10/807,613 Inventors: Liu, et al.

Filing Date: March 23, 2004

Response to Office Action mailed May 23, 2007

Date: May 31, 2007

alkyl substituted with 0-2  $\mathbb{R}^{18}$ , wherein said  $C_1$ - $C_6$  alkyl optionally contains a heteroatom selected from the group consisting of  $-O_7$ ,  $-S_7$ ,  $-S(=O)_7$ ,  $-S(=O)_2$ - and  $-\mathbb{N}\mathbb{R}^{17}$ .

24. (currently amended) The compound of claim 23, according to formula Ih:

- 25. (original) The compound of claim 1, wherein  $R^9$  is H; and Ar is phenyl substituted with 0-3  $R^{29}$ , or alternatively,  $R^{29}$  and  $R^9$  are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5- to 7-membered fused heterocyclic ring is substituted with 0-2  $R^{19}$ .
  - 26. (canceled)
- (currently amended) A pharmaceutical composition comprising: a the compound of Formula I in claim 1:

or a pharmaceutically acceptable salt <u>and an excipient</u>, or prodrug thereof; wherein:

 $R^{+}$  is a member selected from the group consisting of H,  $C_{6}$  C<sub>10</sub> aryl substituted with 0.3 R<sup>1a</sup>, a.5 to 6 membered monocyclic or 8 to 10 membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0.3 R<sup>1a</sup>,  $a.C_{3}$  C<sub>8</sub> cycloalkyl substituted with 0.2 R<sup>1b</sup>, wherein said  $C_{4}$  C<sub>8</sub> eycloalkyl is saturated or unsaturated; and  $a.C_{3}$  C<sub>8</sub> heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0.2 R<sup>1a</sup> and is saturated or unsaturated:

Application No.: 10/807,613 Inventors: Liu, et al. Filing Date: March 23, 2004

Response to Office Action mailed May 23, 2007

Date: May 31, 2007

each  $R^{10}$  is independently a member selected from the group consisting of H,  $C_1$ ,  $C_2$  perfluoroalkyl,  $C_3$ ,  $C_2$  eycloalkyl, F, Cl, Br, CN,  $NO_3$ ,  $OR^{10}$ ,  $SCH_3$ ,  $S(=O)_2R^{10}$ ,  $S(=O)_2R^{10}$ ,  $NR^{11}R^{14}$ , acetyl,  $C(=O)OR^{13}$ ,  $C(=O)NR^{13}R^{14}$ ,  $S(=O)_2NR^{13}R^{14}$ , phenyl substituted with 0.3  $R^{15}$ , a.5 to 6 membered monocyclic heteroaryl containing I to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0.2  $R^{15}$ ,  $a.C_3$ ,  $C_4$  heterocycle containing I to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0.2  $R^{16}$  and is saturated or unsaturated, and a  $C_4$ ,  $C_4$  alkyl substituted with 0.2  $R^{16}$ .

each R<sup>16</sup> is independently a member selected from the group consisting of H, OH, F, Cl. acetyl, =0, Cl. Cs alkyl, Cl. Cs alkoy, CF; and OCF;

each  $R^{16}$  is independently a member selected from the group consisting of H, OH, F, Cl, =0,  $C_1$ :  $C_6$  alkyl substituted with  $0.2 R^{16}$ ,  $C_4$ :  $C_6$  alkoxy,  $CF_2$ ,  $CCF_3$ , CC=0) $R^{10}$ ,  $S(=0)_2 R^{10}$ , tBoe, Cbz; phenyl substituted with  $0.3 R^{16}$ ; a 5- to 6 membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with  $O \cdot 2 R^{16}$ ;

 $R^{15}$ ; a member selected from the group consisting of a phenyl substituted with 0-3  $R^{15}$ , a-5- to 6 membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2  $R^{15}$ , a  $C_1$ ,  $C_6$  alkyl substituted with 0-2  $R^{16}$ , wherein said  $C_1$ ,  $C_6$  alkyl optionally contains a heteroatom selected from the group consisting of O, S, and  $S(=O)_3$ , a  $C_3$ ,  $C_6$  alkenyl, a  $C_2$ ,  $C_8$  alkynyl, a  $C_3$ ,  $C_7$  eyeloalkyl substituted with 0-2  $R^{10}$ ; wherein said  $C_2$ ,  $C_7$  eyeloalkyl optionally contains a heteroatom selected from O, S, and  $S(=O)_2$ , and a  $C_2$ ,  $C_{11}$ , bicycloalkyl substituted with 0-2  $R^{10}$ ;

each  $R^{2a}$  is independently a member-selected from the group consisting of a  $C_a$ ,  $C_{10}$  aryl substituted with 0.3 R<sup>15</sup>, a 5-to 6-membered monocyclic or 8-to 10-membered bicyclic heteroaryl containing 1-to 4-heteroatoms each independently a member-selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0.3 R<sup>15</sup>, a  $C_a$ ,  $C_b$  cycloalkyl substituted with 0.2 R<sup>10</sup>; and a  $C_a$ ,  $C_{14}$ -bicycloalkyl substituted with 0.2 R<sup>10</sup>;

 $R^{\frac{1}{2}}$  is a member selected from the group consisting of H and  $C_{\downarrow}$ - $C_{4}$ -alkyl; subscript n is 0 or 1:

R4 is a member selected from the group consisting of H and C1 C6 alkyl;

Application No.: 10/807,613 Inventors: Liu. et al. Filing Date: March 23, 2004

Response to Office Action mailed May 23, 2007

Date: May 31, 2007

alternatively,  $R^2$  and  $R^4$  are taken together to form a  $C_3$ - $C_2$ -cycloalkyl substituted with 9.2  $R^{40}$ :

 $R^5$  is a member-selected from the group consisting of H,  $C_3$ - $C_7$ -cycloalkyl,  $C_3$ - $C_6$  alkenyl,  $C_2$ - $C_6$  alkyne, phenyl-substituted with  $0 \cdot 2 \cdot R^{15}$ ;  $5 \cdot to \cdot 6$  membered heteroaryl containing 1 to 4 heteroatoms each independently a member-selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with  $0 \cdot 2 \cdot R^{15}$ , a  $C_1$ - $C_6$  alkyl substituted with  $0 \cdot 2 \cdot R^{16}$ , wherein said  $C_2$ - $C_6$  alkyl optionally contains a heteroatom selected from the group consisting of  $O_7$ - $S_7$ -

Y is a member independently selected from the group consisting of a bond and (CR<sup>20</sup>R<sup>21</sup>)<sub>m</sub>-W-(CR<sup>22</sup>R<sup>23</sup>)<sub>m</sub>-;

subscript p is 1 or 2;

subscript m is 0 or 1:

W is a member independently selected from the group consisting of a bond, O, S, S(=O), S(=O), and  $NR^{+2}$ ;

X is selected from the group consisting of -C(=O), -OC(=O),  $-NR^{2d}C(=O)$  and -S(=O).

each of R<sup>6</sup>, R<sup>7</sup>, R<sup>8</sup> and R<sup>0</sup> is independently a member-selected from the group consisting of H and C<sub>1</sub>, C<sub>4</sub>, alkvli:

alternatively,  $R^5$  and  $R^7$  are taken together to form a  $C_5$ - $C_7$  eyeloalkyl substituted with  $0.2R^{10}$ :

alternatively, P.<sup>5</sup> and R<sup>0</sup> are taken together to form a 6-7 membered heterocyclic ring containing 1-2 heteroatoms each independently a member selected from the group consisting of N<sub>1</sub>O and S;

Ar is a member selected from the group consisting of phenyl substituted with  $0.3 R^{30}$ , and 5 to 6 membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with  $0.3 R^{30}$ ;

each  $R^{10}$  is independently a member selected from the group consisting of H,  $C_3$ ,  $C_7$  eyeloalkyl, a  $C_1$ ,  $C_3$  perfluoroalkyl, a  $C_1$ ,  $C_4$  alkyl substituted with  $0 + R^{25}$ , a phenyl substituted with 0 + 3  $R^{15}$ , a 5–to 6 membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0 + 2  $R^{15}$ , and a  $C_1$ ,  $C_2$  heteroavele containing 1 to 2 heteroaveles

Application No.: 10/807.613 Inventors: Liu, et al.

Filing Date: March 23, 2004

Response to Office Action mailed May 23, 2007

Date: May 31, 2007

C2 Cx eveloalkyl:

each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0.2 R<sup>1e</sup>:

each  $R^H$  is independently a member selected from the group consisting of H, 'BOC, Cbz, C<sub>3</sub>-Cycloalkyl, (C<sub>4</sub>-C<sub>6</sub> alkyl) C(=O) , (C<sub>4</sub>-C<sub>6</sub> alkyl) S(=O)<sub>2</sub> - and a C<sub>4</sub>-C<sub>6</sub> alkyl; each of  $R^{12}$ ,  $R^{13}$  and  $R^{14}$  is independently a member-selected from the group consisting of H and C<sub>4</sub>-C<sub>4</sub> alkyl;

alternatively,  $R^{13}$  and  $R^{14}$  on the same N atom are taken together to form a  $C_5$   $C_2$  heterocycle containing 1-2 heteroatoms each independently a member selected from the group-consisting of N, O and S;

each  $R^{45}$  is independently a member selected from the group consisting of H, OH, F, Cl, Br, I, CN, NO<sub>2</sub>, COOR<sup>13</sup>, C(=O)NR<sup>14</sup>R<sup>14</sup>, S(=O)<sub>2</sub>NR<sup>13</sup>R<sup>14</sup>, acetyl, SCH<sub>3</sub>, S(=O)CH<sub>3</sub>, S(=O)CH<sub>3</sub>, NR<sup>26</sup>R<sup>27</sup>, Cl, C<sub>6</sub> alkoxy, C<sub>1</sub>, C<sub>2</sub> perfluoroalkyl, C<sub>1</sub>, C<sub>3</sub> perfluoroalkoxy and a C<sub>1</sub>, C<sub>6</sub> alkyl;

each  $R^{16}$  is independently a member selected from the group consisting of H, OH, COOR  $^{13}$ ,  $C(=O)NR^{13}R^{14}$ ,  $S(=O)_2NR^{13}R^{14}$ , acetyl,  $SCH_3$ ,  $S(=O)CH_3$ ,  $S(=O)_2CH_3$ ,  $C_4$ ,  $C_6$  allkoxy,  $NR^{36}R^{27}$ , a phenyl substituted with 0.3  $R^{15}$ , a.5 to 6 membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0.3  $R^{15}$ , and a  $C_3$   $C_6$  heteroeyele containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with O 2  $R^{15}$  and is saturated or unsaturated;

 $R^{13}$  is a member-selected from the group consisting of H and  $C_1$ -  $C_4$  alkyl; each  $R^{18}$  is independently a member-selected from the group consisting of H, OH, F, CI, CN, NO<sub>2</sub>, C(=O)OR  $^{10}$ , C(=O)NR  $^{13}$ R  $^{14}$ , NR  $^{14}$ R  $^{12}$ , a  $C_4$ -  $C_3$  perfluoroalkyl, a  $C_1$ -  $C_3$  perfluoroalkyl, a  $C_1$ -  $C_3$  perfluoroalkyl, a classification of N, O and S, wherein said heteroaryl is substituted with 0.3 R  $^{15}$ , a  $C_3$ -  $C_6$  heteroeyele containing 1 to 2 heteroatoms each independently a member-selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0.3 R  $^{15}$ , a  $C_3$ -  $C_6$  heteroeyele containing 1 to 2 heteroatoms each independently a member-selected from the group consisting of N, O and S, wherein said heteroeyele is substituted with 0.2 R  $^{15}$  and is saturated or unsaturated; and

each  $R^{10}$  is a independently a member selected from the group consisting of  $C_4$   $C_4$  alkyl, F, C1 and  $C_4$ :  $C_4$  alkoxy,  $CF_5$  and  $OCF_5$ :

alternatively, two R<sup>19</sup> on the same carbon may be combined to form C<sub>3</sub>-C<sub>6</sub>-cycloalkyl;

Application No.: 10/807,613 Inventors: Liu, et al.

Filing Date: March 23, 2004

Response to Office Action mailed May 23, 2007

Date: May 31, 2007

each of  $R^{20}$ ,  $R^{24}$ ,  $R^{22}$  and  $R^{23}$  is independently a member selected from the group consisting of a bond, H, F, OH,  $C_1$ ,  $C_4$  alkyH, and  $C_1$ ,  $C_2$  alkyHnydroxy;

alternatively,  $R^{20}$  and  $R^{24}$  or  $R^{22}$  and  $R^{23}$  are taken together to form a  $C_3$  -C6 eyeloalkyl:

R24 is a member selected from the group consisting of H and C+ C+ alkyl;

each  $\mathbb{R}^{35}$  is independently a member selected from the group consisting of H,  $C_3$   $C_3$  eycloalkyl, a phenyl substituted with 0.3  $\mathbb{R}^{15}$  and a.5. to 6-membered heteroaryl containing 1 to 4-heteroatoms each independently a member selected from the group consisting of N,  $\Theta$  and  $S_7$  wherein said 5- to 6-membered heteroaryl is substituted with 0.2  $\mathbb{R}^{15}$ :

each  $\mathbb{R}^{26}$  is independently a member selected from the group consisting of H,  $C_4$ - $C_4$  alkyl)-C(=O) and  $(C_1$ - $C_4$  alkyl)- $S(=O)_2$ -;

each R<sup>27</sup>-is independently a member selected from the group consisting of H and C<sub>1</sub>-C<sub>4</sub>-alkyl;

alternatively,  $R^{24}$  and  $R^{27}$  on the same N atom are taken together to form a  $C_8$ - $C_8$ -heterocycle containing 1-2 heteroatoms each independently a member-selected from the group consisting of N, O and S:

each  $R^{38}$  is independently a member-selected from the group consisting of H, a C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> cycloalkyl, a phenyl substituted with 0.3  $R^{16}$ , a benzyl substituted with 0.2  $R^{16}$ ;

each R<sup>30</sup> is independently a member selected from the group consisting of H, F, Cl, Br, I, CN, NO<sub>3</sub>; OR<sup>38</sup>, SR<sup>38</sup>, S(=O)<sub>3</sub>R<sup>38</sup>, S(=O)<sub>3</sub>R<sup>38</sup>, S(=O)<sub>3</sub>R<sup>38</sup>, S(=O)<sub>3</sub>R<sup>38</sup>, R<sup>38</sup>, C(=O)<sub>3</sub>R<sup>38</sup>, R<sup>38</sup>, and 5 to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S;

alternatively, two R<sup>20</sup> substituted on adjacent atoms may be combined to form a 5 to 6 membered heterocyclic fused radical, wherein said 5 to 6 membered heterocyclic fused radical comprise 1 or 2 heteroatom(s) selected from O, S and N; wherein said 5 to 6 membered heterocyclic fused radical is substituted with 0.1 oxo;

alternatively.  $R^{20}$  and  $R^{0}$  are taken together to form a 5– to 7 membered fused heterocyclic ring containing 1–2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5 to 7 membered fused heterocyclic ring is substituted with  $0.2 R^{10}$ ;

each  $R^{40}$  is independently a member selected from the group consisting of  $H, C_s, C_t$  cycloalkyl,  $C_s$ - $C_s$  alkyl substituted with 0.1  $R^{45}$ , and a 5-to

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Application No.: 10/807,613 Inventors: Liu, et al. Filing Date: March 23, 2004

Response to Office Action mailed May 23, 2007

Date: May 31, 2007

6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member-selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0.3 R<sup>15</sup>; with the proviso that R<sup>3</sup>, R<sup>4</sup>, R<sup>6</sup>, R<sup>6</sup>, R<sup>7</sup>, R<sup>8</sup>, R<sup>8</sup>, R<sup>8</sup>, R<sup>8</sup>, and R<sup>9</sup> are not all hydrogen; and an exception.

- 28. (currently amended) <u>A pharmaceutical The</u> composition <u>comprising the</u> <u>compound of claim 38 of claim 27</u>, <u>wherein said compound is a member selected from the compounds of Table I.</u>
- 29. (withdrawn) A method of selectively inhibiting cathepsin S activity in a mammal in need thereof, comprising administering to said mammal a therapeutically effective amount of a compound of Formula I:

or a pharmaceutically acceptable salt or prodrug thereof,

wherein:

 $R^1$  is a member selected from the group consisting of H,  $C_6$ - $C_{10}$  aryl substituted with 0-3  $R^{1a}$ , a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3  $R^{1a}$ , a  $C_3$ - $C_8$  cycloalkyl substituted with 0-2  $R^{1b}$ , wherein said  $C_3$ - $C_8$  cycloalkyl is saturated or unsaturated; and a  $C_3$ - $C_8$  heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2  $R^{1c}$  and is saturated or unsaturated:

each  $R^{1a}$  is independently a member selected from the group consisting of H,  $C_1$ - $C_3$  perfluoroalkyl,  $C_3$ - $C_7$  cycloalkyl, F, Cl, Br, CN, NO<sub>2</sub>,  $OR^{10}$ ,  $SCH_3$ ,  $S(=O)CH_3$ , S(=O)- $R^{10}$ ,  $NR^{11}R^{12}$ , acetyl,  $C(=O)OR^{13}$ ,  $C(=O)NR^{13}R^{14}$ ,  $S(=O)_2NR^{13}R^{14}$ , phenyl substituted with 0-3  $R^{15}$ , a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2  $R^{15}$ , a  $C_3$ - $C_8$  heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said

Application No.: 10/807,613 Inventors: Liu, et al. Filing Date: March 23, 2004 Response to Office Action mailed May 23, 2007 Date: May 31, 2007

heterocycle is substituted with 0-2  $R^{1c}$  and is saturated or unsaturated, and a  $C_1$ - $C_4$  alkyl substituted with 0-2  $R^{16}$ .

each R<sup>1b</sup> is independently a member selected from the group consisting of H, OH, F, Cl, acetyl, =O, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, CF<sub>3</sub> and OCF<sub>3</sub>;

each  $R^{1c}$  is independently a member selected from the group consisting of H, OH, F, Cl, =O,  $C_1$ - $C_6$  alkyl substituted with 0-2  $R^{16}$ ,  $C_1$ - $C_6$  alkoxy,  $CF_3$ , CC=0,  $C(=0)R^{10}$ ,  $S(=0)_2R^{10}$ , tBoc, Cbz; phenyl substituted with 0-3  $R^{15}$ ; a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2  $R^{15}$ ;

 $R^2$  is a member selected from the group consisting of a phenyl substituted with 0-3  $R^{15}$ , a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2  $R^{15}$ , a  $C_1$ - $C_6$  alkyl substituted with 0-2  $R^{2a}$ , wherein said  $C_1$ - $C_6$  alkyl optionally contains a heteroatom selected from the group consisting of -O-, -S-, and -S(=O)<sub>2</sub>-, a  $C_2$ - $C_6$  alkenyl, a  $C_2$ - $C_6$  alkynyl, a  $C_3$ - $C_7$  cycloalkyl substituted with 0-2  $R^{19}$ , wherein said  $C_3$ - $C_7$  cycloalkyl optionally contains a heteroatom selected from -O-, -S-, and -S(=O)<sub>2</sub>-, and a  $C_7$ - $C_{11}$  bicycloalkyl substituted with 0-2  $R^{19}$ ;

each  $R^{2a}$  is independently a member selected from the group consisting of a  $C_6$ - $C_{10}$  aryl substituted with 0-3  $R^{15}$ , a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3  $R^{15}$ , a  $C_3$ - $C_8$  cycloalkyl substituted with 0-2  $R^{19}$ , and a  $C_7$ - $C_{11}$  bicycloalkyl substituted with 0-2  $R^{19}$ ;

 $R^3$  is a member selected from the group consisting of H and  $C_1\hbox{-} C_4$  alkyl; subscript n is 0 or 1;

 $R^4$  is a member selected from the group consisting of H and  $C_1$ - $C_6$  alkyl; alternatively,  $R^2$  and  $R^4$  are taken together to form a  $C_5$ - $C_7$  cycloalkyl substituted with 0-2  $R^{10}$ ;

 $R^5$  is a member selected from the group consisting of H,  $C_3$ - $C_7$  cycloalkyl,  $C_2$ - $C_6$  alkenyl,  $C_2$ - $C_6$  alkyne, phenyl substituted with 0-2  $R^{15}$ ; 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N. O and S, wherein said heteroaryl is substituted with 0-2  $R^{15}$ , a  $C_1$ - $C_6$  alkyl substituted with 0-2  $R^{18}$ , wherein said  $C_1$ - $C_6$  alkyl optionally contains a heteroatom selected from the group consisting of  $-O_{-1}$ - $S_{-1}$ - $S_1$ - $S_1$ - $S_2$ - $S_3$ - $S_4$ - $S_3$ - $S_4$ - $S_4$ - $S_4$ - $S_5$ - $S_4$ - $S_5$ - $S_4$ - $S_5$ 

Application No.: 10/807,613 Inventors: Liu. et al. Filing Date: March 23, 2004

Response to Office Action mailed May 23, 2007

Date: May 31, 2007

Y is a member independently selected from the group consisting of a bond and -(CR<sup>20</sup>R<sup>21</sup>)<sub>m</sub>-W-(CR<sup>22</sup>R<sup>23</sup>)<sub>n</sub>-;

subscript p is 1 or 2;

subscript m is 0 or 1;

W is a member independently selected from the group consisting of a bond, -O-, -S-, -S(=O)-, -S(=O)2- and -NR $^{12}$ -;

X is selected from the group consisting of -C(=O)-, -OC(=O)-, -NR $^{24}$ C(=O)- and -S(=O)<sub>2</sub>-;

each of  $R^6, R^7, R^8$  and  $R^9$  is independently a member selected from the group consisting of H and  $C_1$ - $C_4$  alkyl;

alternatively,  $R^5$  and  $R^7$  are taken together to form a  $C_5$ - $C_7$  cycloalkyl substituted with 0-2  $R^{19}$ ;

alternatively, R<sup>5</sup> and R<sup>9</sup> are taken together to form a 6-7 membered heterocyclic ring containing 1-2 heteroatoms each independently a member selected from the group consisting of N, O and S;

Ar is a member selected from the group consisting of phenyl substituted with 0-3 R<sup>29</sup>, and 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R<sup>29</sup>:

each  $R^{10}$  is independently a member selected from the group consisting of H,  $C_3$ - $C_7$  cycloalkyl, a  $C_1$ - $C_3$  perfluoroalkyl, a  $C_1$ - $C_4$  alkyl substituted with 0-1  $R^{25}$ , a phenyl substituted with 0-3  $R^{15}$ ; a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2  $R^{15}$ , and a  $C_3$ - $C_8$  heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2  $R^{15}$ .

each  $R^{11}$  is independently a member selected from the group consisting of H, 'BOC, Cbz.  $C_3$ - $C_8$  cycloalkyl,  $(C_1$ - $C_6$  alkyl)-C(=O)-,  $(C_1$ - $C_6$  alkyl)-S(=O)<sub>2</sub>- and a  $C_1$ - $C_6$  alkyl;

each of  $R^{12}$ ,  $R^{13}$  and  $R^{14}$  is independently a member selected from the group consisting of H and  $C_1\text{-}C_4$  alkyl;

alternatively, R<sup>13</sup> and R<sup>14</sup> on the same N atom are taken together to form a C<sub>5</sub>-C<sub>7</sub> heterocycle containing 1-2 heteroatoms each independently a member selected from the group consisting of N, O and S;

Application No.: 10/807,613 Inventors: Liu. et al. Filing Date: March 23, 2004 Response to Office Action mailed May 23, 2007 Date: May 31, 2007

each  $R^{15}$  is independently a member selected from the group consisting of H, OH, F, Cl, Br, I, CN, NO<sub>2</sub>, COOR<sup>13</sup>, C(=O)NR<sup>13</sup>R<sup>14</sup>, S(=O)<sub>2</sub>NR<sup>13</sup>R<sup>14</sup>, acetyl, -SCH<sub>3</sub>, -S(=O)CH<sub>3</sub>, -S(=O)<sub>2</sub>CH<sub>3</sub>, NR<sup>26</sup>R<sup>27</sup>, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>3</sub> perfluoroalkyl, C<sub>1</sub>-C<sub>3</sub> perfluoroalkoxy and a C<sub>1</sub>-C<sub>6</sub> alkyl;

each  $R^{16}$  is independently a member selected from the group consisting of H, OH, COOR<sup>13</sup>,  $C(=O)NR^{13}R^{14}$ ,  $S(=O)_2NR^{13}R^{14}$ , acetyl,  $-SCH_3$ ,  $-S(=O)CH_3$ ,  $-S(=O)_2CH_3$ ,  $C_1-C_6$  alkoxy,  $NR^{26}R^{27}$ , a phenyl substituted with 0-3  $R^{15}$ , a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3  $R^{15}$ , and a  $C_3-C_8$  heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2  $R^{15}$  and is saturated or unsaturated;

 $R^{17}$  is a member selected from the group consisting of H and  $C_1\text{-}C_4$  alkyl; each  $R^{18}$  is independently a member selected from the group consisting of H, OH, F, Cl, CN, NO<sub>2</sub>, C(=0)OR $^{30}$ , C(=0)NR $^{13}$ R $^{14}$ , NR $^{11}$ R $^{12}$ , a  $C_1\text{-}C_3$  perfluoroalkyl, a  $C_1\text{-}C_3$  perfluoroalkoxy, a phenyl substituted with 0-3 R $^{15}$ , a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R $^{15}$ , a C<sub>3</sub>-C<sub>8</sub> heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R $^{15}$  and is saturated or unsaturated; and  $C_3$ -C<sub>8</sub> cycloalkyl:

each  $R^{19}$  is a independently a member selected from the group consisting of  $C_1$ - $C_4$  alkyl, F, Cl and  $C_1$ - $C_4$  alkoxy,  $CF_3$  and  $OCF_3$ ;

alternatively, two R<sup>19</sup> on the same carbon may be combined to form  $C_3$ - $C_6$  cycloalkyl; each of R<sup>20</sup>, R<sup>21</sup>, R<sup>22</sup> and R<sup>23</sup> is independently a member selected from the group consisting of a bond, H, F, OH,  $C_1$ - $C_4$  alkyl, and  $C_1$ - $C_3$  alkylhydroxy;

alternatively,  $R^{30}$  and  $R^{21}$  or  $R^{22}$  and  $R^{23}$  are taken together to form a  $C_3\text{-}C_6$  cycloalkyl;

 $R^{34}$  is a member selected from the group consisting of H and  $C_1$ - $C_4$  alkyl; each  $R^{35}$  is independently a member selected from the group consisting of H,  $C_3$ - $C_7$  cycloalkyl, a phenyl substituted with 0-3  $R^{15}$  and a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said 5- to 6-membered heteroaryl is substituted with 0-2  $R^{15}$ ;

Application No.: 10/807,613 Inventors: Liu. et al. Filing Date: March 23, 2004 Response to Office Action mailed May 23, 2007

Date: May 31, 2007

each  $R^{26}$  is independently a member selected from the group consisting of H,  $C_1$ - $C_4$  alkyl,  $(C_1$ - $C_4$  alkyl)-C(=0)- and  $(C_1$ - $C_4$  alkyl)-S(=0)<sub>2</sub>-;

each  $R^{27}$  is independently a member selected from the group consisting of H and  $C_1$ - $C_4$  alkyl;

alternatively,  $R^{30}$  and  $R^{27}$  on the same N atom are taken together to form a  $C_5$ - $C_7$  heterocycle containing 1-2 heteroatoms each independently a member selected from the group consisting of N, O and S;

each R<sup>28</sup> is independently a member selected from the group consisting of H, a C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, a phenyl substituted with 0-3 R<sup>15</sup>, a benzyl substituted with 0-2 R<sup>15</sup>; each R<sup>29</sup> is independently a member selected from the group consisting of H, F, Cl, Br, I, CN, NO<sub>2</sub>, OR<sup>28</sup>, SR<sup>28</sup>, S(=O)R<sup>28</sup>, S(=O)<sub>2</sub>R<sup>28</sup>, S(=O)<sub>2</sub>NR<sup>13</sup>R<sup>14</sup>, NR<sup>26</sup>R<sup>27</sup>, acetyl, C(=O)NR<sup>13</sup>R<sup>14</sup>, C(=O)OR<sup>13</sup>, C<sub>1</sub>-C<sub>6</sub> alkyl, OCHF<sub>2</sub>, SCF<sub>3</sub>, OCF<sub>3</sub>, -C(=NH)NH<sub>2</sub>, and 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S;

alternatively, two R<sup>29</sup> substituted on adjacent atoms may be combined to form a 5 to 6 membered heterocyclic fused radical, wherein said 5 to 6 membered heterocyclic fused radical comprise 1 or 2 heteroatom(s) selected from O, S and N; wherein said 5 to 6 membered heterocyclic fused radical is substituted with 0-1 oxo;

alternatively, R<sup>29</sup> and R<sup>9</sup> are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5 to 7 membered fused heterocyclic ring is substituted with 0-2 R<sup>19</sup>:

each R<sup>30</sup> is independently a member selected from the group consisting of H, C<sub>3</sub>-C<sub>7</sub>
cycloalkyl, C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>25</sup>, a phenyl substituted with 0-3 R<sup>15</sup>, and a 5-to
6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected
from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R<sup>15</sup>;
and with the proviso that R<sup>3</sup>, R<sup>4</sup>, R<sup>5</sup>, R<sup>6</sup>, R<sup>7</sup>, R<sup>8</sup>, and R<sup>9</sup> are not all hydrogen.

- 30. (withdrawn) The method of claim 29, wherein the cathepsin S inhibition constant for a compound of Formula I is less than 10  $\mu$ M.
- 31. (withdrawn) The method of claim 30, wherein the cathepsin S inhibition constant for a compound of Formula I is less than  $1.0~\mu M$ .

 Application No.: 10/807.613
 PATENT

 Inventors: Liu, et al.
 P1095U\$10

Filing Date: March 23, 2004

Response to Office Action mailed May 23, 2007

Date: May 31, 2007

32. (withdrawn) The method of claim 31, wherein the cathepsin S inhibition constant for a compound of Formula I is less than 0.1 µM.

- 33. (withdrawn) The method of claim 29, wherein cathepsin S is selectively inhibited in the presence of at least one other cathepsin.
- 34. (withdrawn) The method of claim 33, wherein the inhibition constant of a compound of Formula I for said at least one other cathepsin is at least 10 times greater than a cathepsin S inhibition constant of a compound of Formula I.
- 35. (withdrawn) The method of claim 34, wherein the inhibition constant of a compound of Formula I for said at least one other cathepsin is at least 100 times greater than said cathepsin S inhibition constant of a compound of Formula I.
- 36. (withdrawn) The method of claim 35, wherein the inhibition constant of a compound of Formula I for said at least one other cathepsin is at least 1000 times greater than said cathepsin S inhibition constant of a compound of Formula I.
- $37. \qquad \text{(withdrawn)} \quad \text{The method of claim 29, wherein said compound is a member selected from the compounds of Table I.}$ 
  - 38. (new) The compound of claim 1, selected from the group consisting of:
- $(S)-N-\{1-[2-(5-Fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-3-methyl-butyl\}-3-methyl-benzamide;$
- N-(S)-{2-cyclohexyl-1-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-4-phenoxy-benzamide;
- $(S)\hbox{-}3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-l-yl)-ethyl]-2-[2-(4-methoxy-phenyl)-acetylamino]-propionamide;$
- $(S)-N-\{1-[2-(5-Chloro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-3-methyl-butyl\}-3-methyl-benzamide;$
- (S)-N-{3-Cyclohexyl-1-[2-(7-methoxy-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-propyl}-3-methoxy-benzamide;

Application No.: 10/807,613 Inventors: Liu, et al.

Filing Date: March 23, 2004

Response to Office Action mailed May 23, 2007

Date: May 31, 2007

- (S)-N-{3-Cyclohexyl-1-[2-(6-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]propyl}-3-methoxy-benzamide;
- (S)-N-{3-Cyclohexyl-1-[2-(7-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-propyl}-3-methoxy-benzamide;
- (S)-N-{3-Cyclohexyl-1-[2-(5-cyano-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-propyl}-3-methoxy-benzamide;

Cyclopropanecarboxylic acid (S)-{2-cyclohexyl-1-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-amide;

- (S)-N-{3-Cyclohexyl-1-[2-(4-methoxy-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]propyl]-3-methoxy-benzamide;
- $(S)-N-\{3-Cyclohexyl-1-\{2-(5-methoxy-2,3-dihydro-indol-1-yl)-ethylcarbamoyl\}-ropyl\}-3-methoxy-benzamide;$
- (S)-N-{3-Cyclohexyl-1-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]propyl}-3-methoxy-benzamide;
- $(S)-N-\{3-Cyclohexyl-1-\{2-(5-benzyloxy-2,3-dihydro-indol-1-yl)-ethylcarbamoyl\}-ropyl\}-3-methoxy-benzamide;$
- $\label{eq:N-lambda} N-\{1-(S)-[2-(4-Methoxy-phenylamino)-propylcarbamoyl]-3-methyl-butyl\}-3-methyl-benzamide:$
- $\label{eq:N-lambda} N-\{1-(S)-[2-(4-Methoxy-phenylamino)-1-methyl-ethylcarbamoyl]-3-methyl-butyl\}-3-methyl-benzamide;$
- $N-\{1-(S)-[2-(4-Methoxy-phenylamino)-1-(S)-methyl-ethylcarbamoyl]-3-methyl-butyl\}-3-methyl-benzamide;$
- $N-\{1-(S)-[2-(4-Methoxy-phenylamino)-1-(R)-methyl-ethylcarbamoyl]-3-methyl-butyl\}-3-methyl-benzamide;$
- $N-\{2-Cyclohexyl-(1S)-[2-(4-methoxy-phenylamino)-(1R)-methyl-ethyl-carbamoyl]-ethyl\}-3-methoxy-benzamide;$
- N-{(1S)-[2-(5-Fluoro-2,3-dihydro-indol-1-yl)-1,1-dimethyl-ethylcarbamoyl]-2-phenyl-ethyl}-3-methyl-benzamide:
- $\label{eq:N-l-sol} N-\{1-(S)-[1-(R)-Benzyloxymethyl-2-(4-methoxy-phenylamino)-ethylcarbamoyl]-3-methyl-benzamide;$
- $\label{eq:N-(S)-{l-(R)-Benzyloxymethyl-2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-phenyl-methyl}-3-methoxy-benzamide;$

Application No.: 10/807,613 Inventors: Liu, et al. Filing Date: March 23, 2004

Response to Office Action mailed May 23, 2007

Date: May 31, 2007

N-[1-(S)-[1-(R)-Benzyloxymethyl-2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-2-(4-fluoro-phenyl)-ethyl]-3-methoxy-benzamide;

 $N-\{1-(S)-\{(2-Benzyloxy-1-(R)-(5-fluoro-2,3-dihydro-indol-1-ylmethyl)-ethylcarbamoyl]-3-cyclohexyl-propyl\}-3-methoxy-benzamide;$ 

 $N-\{3-\text{Cyclohexyl-1-(S)-}[2-(5-\text{fluoro-2,3-dihydro-indol-1-yl)-1-(R)-hydroxymethyl-ethylcarbamoyl]-propyl}\}-3-methoxy-benzamide;$ 

N-{3-Cyclohexyl-1-(R)-[(S)-2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-(R)-hydroxymethyl-ethylcarbamoyl]-propyl}-3-methoxy-benzamide;

(S,S)-5-(5-Fluoro-2,3-dihydro-indol-1-yl)-4-[4-methyl-2-(3-methyl-benzoylamino)-pentanoylamino]-pentanoic acid benzyl ester;

(S,S)-5-(5-Fluoro-2,3-dihydro-indol-1-yl)-4-[4-methyl-2-(3-methyl-benzoylamino)-pentanoylamino]-pentanoic acid;

 $(S,S)-N-\{1-[3-Carbamoyl-1-(5-fluoro-2,3-dihydro-indol-1-ylmethyl)-propylcarbamoyl]-3-methyl-butyl\}-3-methyl-benzamide;$ 

 $(S,S)-N-\{1-[1-(5-Fluoro-2,3-dihydro-indol-1-ylmethyl)-3-ureido-propylearbamoyl]-3-methyl-butyl\}-3-methyl-benzamide;$ 

(S,S)-3-[4-Cyclohexyl-2-(3-methoxy-benzoylamino)-butyrylamino]-4-(5-fluoro-2,3-dihydro-indol-1-yl)-butyric acid benzyl ester;

(S,S)-3-[4-Cyclohexyl-2-(3-methoxy-benzoylamino)-butyrylamino]-4-(5-fluoro-2,3-dihydro-indol-1-yl)-butyric acid;

 $\label{lem:lemonth} $$(S,S)-N-\{1-[1-Benzyl-2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-3-cyclohexyl-propyl\}-3-methoxy-benzamide;$ 

(S,S)-N-{3-Cyclohexyl-1-[1-(5-fluoro-2,3-dihydro-indol-1-ylmethyl)-3-methylbutylcarbamoyl]-propyl}-3-methoxy-benzamide;

(S,S)-N-{3-Cyclohexyl-1-{1-(5-fluoro-2,3-dihydro-indol-1-ylmethyl)-2-methyl-propylcarbamoyl]-propyl}-3-methoxy-benzamide;

(S,S)-N-{3-Cyclohexyl-1-{2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-phenyl-ethylcarbamoyl}-propyl}-3-methoxy-benzamide;

 $\label{eq:N-loss} $N-\{1-(S)-[2-(R)-Benzyloxy-1-(R)-(5-fluoro-2,3-dihydro-indol-1-ylmethyl)-propylcarbamoyl]-3-cyclohexyl-propyl}-3-methoxy-benzamide;$ 

 $N-\{1-(R)-[1-(R)-Benzylsulfanylmethyl-2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-3-cyclohexyl-propyl\}-3-methoxy-benzamide;$ 

Application No.: 10/807,613 Inventors: Liu, et al.

Filing Date: March 23, 2004

Response to Office Action mailed May 23, 2007

Date: May 31, 2007

(S,S)-[5-[4-Cyclohexyl-2-(3-methoxy-benzoylamino)-butyrylamino]-6-(5-fluoro-2,3-dihydro-indol-1-yl)-hexyl]-carbamic acid benzyl ester;

 $N-\{2-cyclohexyl-1-(S)-\{2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl\}-ethyl\}-2-(2-fluoro-biphenyl-4-yl)-propionamide;$ 

 $N-\{2-cyclohexyl-1-(S)-\{2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl\}-ethyl\}-2-p-tolyl-propionamide;$ 

 $N-\{2-cyclohexyl-1-(S)-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl\}-ethyl\}-2-o-tolyl-propionamide;$ 

 $N-\{2-cyclohexyl-1-(S)-\{2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl\}-ethyl\}-2-(4-fluoro-phenyl)-propionamide;$ 

 $2-(4-Chloro-phenyl)-N-\{2-cyclohexyl-1-(S)-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl\}-propionamide;$ 

 $N-\{2-cyclohexyl-1-(S)-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl\}-ethyl\}-2-(R)-phenyl-propionamide;$ 

 $N-(S)-\{2-cyclohexyl-1-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl\}-ethyl\}-3-methyl-benzamide;$ 

 $N-(S)-\{2-cyclohexyl-1-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl\}-ethyl\}-4-(methanesulfonylamino-methyl)-benzamide;$ 

 $N-(S)-\{2-cyclohexyl-1-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl\}-ethyl\}-3-methanesulfonyl-benzamide:$ 

 $N-(S)-\{2-cyclohexyl-1-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl\}-ethyl\}-4-methanesulfonylamino-benzamide;$ 

 $N-\{2-cyclohexyl-1-(S)-\{2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl\}-ethyl\}-2-(4-hydroxy-phenyl)-propionamide;$ 

4-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-(S)-(2-(R)-phenyl-propionylamino)-butyramide;

 $N-\{2-cyclohexyl-1-(S)-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl\}-ethyl\}-2-(R)-phenyl-butyramide;$ 

 $N-\{1-(S)-[1-(R)-Benzyloxymethyl-2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-2-cyclohexyl-ethyl\}-3-methoxy-benzamide;$ 

 $N-\{2-Cyclohexyl-1-(S)-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-(R)-hydroxymethyl-ethylcarbamoyl]-ethyl\}-3-methoxy-benzamide;$ 

Application No.: 10/807,613 Inventors: Liu. et al. Filing Date: March 23, 2004 Response to Office Action mailed May 23, 2007 Date: May 31, 2007

 $N-\{1-(S)-[1-(R)-Benzyloxymethyl-2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-3,3-dimethyl-butyl]-3-methoxy-benzamide;$ 

N-{1-(S)-[2-(5-Fluoro-2,3-dihydro-indol-1-yl)-1-(R)-hydroxymethyl-ethylcarbamoyl]-3,3-dimethyl-butyl]-3-methoxy-benzamide;

3-(S)-(2-(S)-Benzyloxycarbonylamino-4,4-dimethyl-pentanoylamino)-4-(5-fluoro-2,3-dihydro-indol-1-yl)-butyric acid tert-butyl ester;

3-(S)-(2-(S)-Benzyloxycarbonylamino-4,4-dimethyl-pentanoylamino)-4-(5-fluoro-2,3-dihydro-indol-1-yl)-butyric acid;

4-(5-Fluoro-2,3-dihydro-indol-1-yl)-3-(\$)-[2-(\$)-(3-methoxy-benzoylamino)-4,4-dimethyl-pentanoylamino]-butyric acid tert-butyl ester;

3-(S)-[3-Cyclohexyl-2-(S)-(3-methoxy-benzoylamino)-propionylamino]-4-(5-fluoro-2,3-dihydro-indol-1-yl)-butyric acid benzyl ester;

 $\label{eq:continuous} 3-(S)-[3-Cyclohexyl-2-(S)-(3-methoxy-benzoylamino)-propionylamino]-4-(5-fluoro-2,3-dihydro-indol-l-yl)-butyric acid;$ 

4-(5-Fluoro-2,3-dihydro-indol-1-yl)-3-(S)-[2-(S)-(3-methoxy-benzoylamino)-4,4-dimethyl-pentanoylamino]-butyric acid ethyl ester;

 $N-\{1-(S)-[2-Cyano-1-(S)-(5-fluoro-2,3-dihydro-indol-1-ylmethyl)-ethylcarbamoyl]-3,3-dimethyl-butyl\}-3-methoxy-benzamide;$ 

 $N-\{1-(S)-[5-Amino-1-(S)-(5-fluoro-2,3-dihydro-indol-1-ylmethyl)-pentylcarbamoyl]-3-cyclohexyl-propyl\}-3-methoxy-benzamide;$ 

3-(S)-(2-(S)-Benzyloxycarbonylamino-3-cyclohexyl-propionylamino)-4-(5-fluoro-2,3-dihydro-indol-1-yl)-butyric acid benzyl ester;

1-(S)-[1-(R)-Benzyloxymethyl-2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-2-cyclohexyl-ethyl}-carbamic acid benzyl ester;

 $N-\{3-Cyclohexyl-1-(S)-[2-(3,5-dimethoxy-benzyloxy)-1-(R)-(5-fluoro-2,3-dihydro-indol-1-ylmethyl)-ethylcarbamoyl]-propyl\}-3-methoxy-benzamide;$ 

4-{2-(R)-[4-Cyclohexyl-2-(S)-(3-methoxy-benzoylamino)-butyrylamino]-3-(5-fluoro-2,3-dihydro-indol-1-yl)-propoxymethyl}-benzoic acid methyl ester;

(S,S)-N-{3-Cyclohexyl-1-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-(4-hydroxy-benzyl)ethylcarbamoyl]-propyl}-3-methoxy-benzamide;

{2-Cyclohexyl-1-(S)-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-(S)-methylethylcarbamoyl]-ethyl}-carbamic acid benzyl ester;

Application No.: 10/807.613 Inventors: Liu. et al.

Filing Date: March 23, 2004

Response to Office Action mailed May 23, 2007

Date: May 31, 2007

- 4-Benzyloxy-N--(R,S)-{[2-(4-amidinophenylamino)-1-(S)-methyl-ethylcarbamoyl]-(2,4-dichloro-phenyl)-methyl}-benzamide;
- {1-(S)-[2-(5-Fluoro-2,3-dihydro-indol-1-yl)-1-(S)-methyl-ethylcarbamoyl]-3,3-dimethyl-butyl}-carbamic acid benzyl ester;

Cyclopropanecarboxylic acid {1-(S)-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-(S)-methyl-ethylcarbamoyl]-3,3-dimethyl-butyl}-amide;

- (\$,\$)-2-(3-Chloro-benzenesulfonylamino)-3-cyclohexyl-N-[1-methyl-2-(4-trifluoromethoxy-phenylamino)-ethyl]-propionamide;
- (S,S)-3-Cyclohexyl-N-[1-methyl-2-(4-trifluoromethoxy-phenylamino)-ethyl]-2-(3-trifluoromethoxy-benzenesulfonylamino)-propionamide;
- $N\hbox{-}((S)\hbox{-}(2\hbox{-}(S-fluoroindolin-1-yl)ethylcarbamoyl)(cyclohexyl) methyl)-3-methylbenzamide;$
- N-((S)-1-(2-(5-fluoroindolin-1-yl)ethylcarbamoyl)-2-(2-chlorophenyl)ethyl)-3-methylbenzamide;
- N-((S)-1-(2-(5-fluoroindolin-1-yl)ethylcarbamoyl)-2-(3-chlorophenyl)ethyl)-3-methylbenzamide;
- N-((S)-1-(2-(5-fluoroindolin-1-yl)ethylcarbamoyl)-2-(4-chlorophenyl)ethyl)-3-methylbenzamide;
- $(S)-N-\{2-Cyclopentyl-1-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl\}-3-methyl-benzamide;$
- $N-((S)-1-(2-(5-fluoroindolin-1-yl)ethylcarbamoyl)-3, \\ 3-dimethylbutyl)-3-methylbenzamide;$
- N-((S)-1-(2-(5-fluoroindolin-1-yl)ethylcarbamoyl)-3-cyclohexylpropyl)-3-methylbenzamide;
- N-((S)-1-(2-(5-fluoroindolin-1-yl)ethylcarbamoyl)-2-phenylethyl)-3-methylbenzamide;
- N-(R,S)-((3-(5-fluoroindolin-l-yl)-l-hydroxypropan-2-(R)-ylcarbamoyl)(2,4-dichlorophenyl)methyl)-3.4-difluorobenzamide;
- N-(S)-((3-(benzyloxy)-1-(5-fluoroindolin-1-yl)propan-2-(R)-ylcarbamoyl)(2,4-dichlorophenyl)methyl)-3,4-difluorobenzamide;
- (R,S)-N-((2-(5-fluoroindolin-l-yl)ethylcarbamoyl)(2,4-dichlorophenyl)methyl)-3-methylbenzamide;

Application No.: 10/807,613 Inventors: Liu, et al. Filing Date: March 23, 2004 Response to Office Action mailed May 23, 2007

Date: May 31, 2007

- (S,S)-N-((3-(5-fluoroindolin-1-yl)-1-hydroxypropan-2-ylcarbamoyl)(2,4-dichlorophenyl)methyl)-3,4-difluorobenzamide;
- (S,S)-4-(5-Fluoro-2,3-dihydro-indol-1-yl)-3-[2-(3-methoxy-benzoylamino)-4,4-dimethyl-pentanoylamino]-butyric acid;
- $(S)\hbox{-}3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-(5-isoxazol-3-yl-thiophene-2-sulfonylamino)-propionamide;$
- (S)-2-(3-Biphenyl-4-yl-ureido)-3-cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-propionamide;
- (S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-(4-phenoxybenzenesulfonylamino)-propionamide;
- (S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-(naphthalene-1-sulfonylamino)-propionamide;
- (S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-(4-trifluoromethylbenzenesulfonylamino)-propionamide;
- (S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-(4-trifluoromethoxy-benzenesulfonylamino)-propionamide;
- (S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-l-yl)-ethyl]-2-[4-(4-fluoro-phenoxy)-benzenesulfonylamino]-propionamide;
- (S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-(4'-methoxy-biphenyl-4-sulfonylamino)-propionamide;
- (S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-(4-methoxy-benzenesulfonylamino)-propionamide;
- (S)-3-Cyclohexyl-2-(4-difluoromethoxy-benzenesulfonylamino)-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-propionamide;
- (S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-phenylmethanesulfonylamino-propionamide;
- (S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-(toluene-3-sulfonylamino)-propionamide;
- $(S)\hbox{-}3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-[4-(4-methoxy-phenoxy)-benzenesulfonylamino]-propionamide;$
- $(S)\hbox{-}3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-(3-methoxy-benzenesulfonylamino)-propionamide;$

Application No.: 10/807,613 Inventors: Liu, et al. Filing Date: March 23, 2004

Response to Office Action mailed May 23, 2007 Date: May 31, 2007

- (S,S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-methyl-ethyl]-2-(toluene-3-sulfonylamino)-propionamide;
- (S,S)-3-[4,4-Dimethyl-2-(toluene-3-sulfonylamino)-pentanoylamino]-4-(5-fluoro-2,3-dihydro-indol-1-yl)-butyric acid tert-butyl ester;
- (S,S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-methyl-ethyl]-2-(3-trifluoromethoxy-benzenesulfonylamino)-propionamide;
- (S,S)-2-(3-Chloro-benzenesulfonylamino)-3-cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-methyl-ethyll-propionamide;
- (S,S)-N-{3-Cyclohexyl-1-[1-(5-fluoro-2,3-dihydro-indol-1-ylmethyl)-3-hydroxypropylcarbamoyl]-propyl}-3-methoxy-benzamide;
- (S,S)-3-[4,4-Dimethyl-2-(toluene-3-sulfonylamino)-pentanoylamino]-4-(5-fluoro-2,3-dihydro-indol-1-yl)-butyric acid;
- (S,S)-2-Benzenesulfonylamino-3-cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-methyl-ethyl]-propionamide; and
- (S,S)-4,4-Dimethyl-2-(toluene-3-sulfonylamino)-pentanoic acid [2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-methyl-ethyl]-amide.